

Northeast Missouri
WORKFORCE INVESTMENT BOARD, Inc.

ARTICLE I
Name and Location of Principal Office

- 1.1 The Board shall be known as the Northeast Missouri Workforce Investment Board Inc., the NEMO Workforce Investment Board Inc. and NEMO WIB Inc. Hereafter referred to as the "Board" in this document.
- 1.2 The Board shall maintain its principal office in a place to be designated hereafter by the Board and may establish field offices at such other places as it may deem necessary and appropriate. Such offices shall be located within the boundaries of the Northeast Missouri Workforce Investment Area designated as the Northeast Region.

ARTICLE II
Statement of Purpose

- 2.1 It is the purpose of this Board to establish the One-Stop Workforce Investment system and to serve as the focal point for coordination and advancement of the skills and qualifications of the workforce in this regional Workforce Investment Area. This Board will oversee the Title I Adult, Dislocated Worker and Youth programs. These federal programs are designed to prepare youth and unskilled adults for entry into the labor force and to afford job training to those economically disadvantaged individuals facing serious barriers to employment, and laid off workers who are in special need of such training to obtain productive employment. In addition, this board is responsible for the performance and customer service results, including continuous improvement activities, for the One-Stop system in the Northeast Region. This board has been designated by the Northeast Region Chief Local Elected Officials (Northeast Region CLEO's) as the fiscal agent and administrative entity for the Northeast Region for Title I WIA funds assigned and for any and all other funds whether state or federal that are used in conjunction with the One-Stop system and under the Northeast Region's workforce investment area local plan.
- 2.2 Inurement of Income. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, as permitted by law.
- 2.3 Legislative or Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2.4 Operational Limitations. Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law).
- 2.5 Dissolution Clause. Upon the dissolution of the corporation, the Board of Trustees, or Board of Directors as the case may be, after paying or making provisions for the payment of all of the liabilities of the corporation, shall dispose of all the assets of the corporation in accordance with applicable federal and/or state statutes. For any and all assets not a part of federal and/or state statutes, they shall be disposed of exclusively for the purpose of the corporation in such as manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations

under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of in the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organizations as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE III

Powers and Duties Generally

- 3.1 The Board shall exercise and discharge its powers and duties within the Northeast Region Workforce Investment Area as provided by the Workforce Investment Act of 1998 (Public law 105-220), all appropriate implementing regulations established by the State of Missouri, and any agreements established between the Board and the Northeast Region CLEO's, and accordingly shall:
- a. Adopt, amend and repeal by-laws, rules and regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization, administration and operations of the Board;
 - c. Accept, use and dispose of gifts or donations of services and property (real, personal or mixed, tangible and intangible);
 - d. Enter into and perform such contracts, leases, agreement, or other transactions with persons of agencies, public or private as necessary to carry out its duties as required by public law 105-220 or any amendment.

ARTICLE IV

Organization of the Board

- 4.1 The Board shall consist of persons appointed by the Northeast Region CLEO's within the Northeast Region Workforce Investment Area. Members shall be from areas of interest stipulated in (P. L. 105-220) and in various implementing regulations developed by the U. S. Department of Labor and the Missouri Department of Economic Development, Division of Workforce Development.
- 4.2 Individuals will be appointed to the Board by the Northeast Region CLEOs in accordance with Public Law 105-220.
- 4.3 Future appointments will be made in this same manner by Northeast Region CLEOs in accordance to P. L. 105-220.
- 4.4 The initial certification of the board by the governor will be for a two year period. The membership will be re certified by the Governor of the state of Missouri on each succeeding two year period. New appointees or replacements to the board will be made by the Northeast Region CLEO's in accordance to P. L. 105-220 and supplementing regulations developed by the state of Missouri governing appointment of board members.

ARTICLE V

Meetings

- 5.1 Meetings of the Board shall be held in accordance with Chapter 610 R. S. Mo 1978 (Sunshine Law). The Board shall meet as necessary to carry out its responsibilities but not less than 3 times each year.
- 5.2 The time and place of the regular meetings shall be determined by a majority vote of the Board members present at a regular or special meeting.
- 5.3 Special meetings of the Board may be called by the Chairperson at such time and place and for such purposes as the Chairperson shall designate. Special meetings of the Board may also be called by

written request of one-third of the members of the Board filed with the Secretary/Treasurer, which request shall designate the time, place and purpose of the meeting. The business of any special meeting shall be limited to the stated purposes of that meeting.

- 5.4 Emergency meetings may be called by the Chairperson. Written notice is waived in case of an emergency meeting. An attempt will be made to contact all Board members for the conference call. Conference call decisions will be considered the same as if they were made at a regular meeting.
- 5.5 In an absence of a quorum at any regular or special meeting, the Executive Committee may take those actions necessary to complete required business to meet deadlines imposed by the Division of Workforce Development, the Department of Economic Development, the Missouri Training and Employment Council, the State of Missouri and the Federal Government. In situations where non-action resulting from lack of quorum would result in degradation of services to eligible Title I Adult, Dislocated Worker or Youth participants, or in contract or other disputes with employers, subcontractors or Subrecipients, the Executive Committee is authorized to take necessary actions. Lastly in actions against the Board, the Executive Committee can take necessary actions in the event a quorum is not established. Executive Committee actions require that all committee members approve or disapprove by 2/3 majority vote. Executive Committee action can be by attendance at a meeting, conference calls or electronic linkage. Electronic linkage shall include telephone, Fax and Email with adequate documentation.
- 5.6 Written notice of regular and special meetings of the Board shall be given to each member at least seven days prior to the date of the meeting. The notice shall include a copy of the agenda for the meeting. Notice of meetings may be waived in writing by a member. Notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, to each member of the Board at his/her last known address as appears on the records of the Board.
- 5.7 Written notice of regularly scheduled Executive Committee or other Standing Committee meetings will be provided to all members of the board through official mail or by electronic means. The notice shall include a copy of the agenda for the meeting. Notice of Executive Committee and/or Standing Committee meetings may be waived in writing by a member. Notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, to each member of the Board at his/her last known address as appears on the records of the Board.
- 5.8 Each duly appointed member of the Board shall have one vote on all matters before the Board. Proxy voting shall not be permitted. No member of the NEMO Workforce Investment Board shall cast a vote on the provision of services by that member, or any organization which that member directly represents or vote on any matter which would provide direct financial benefit to that member. During any vote by the Board or any of its committees, any member having a **conflict of interest**, real or apparent, shall so declare said conflict and shall abstain from voting. Said members so declaring shall be counted as present for quorum requirements but shall not be tallied when tabulating the majority of those voting for or against an issue.
- 5.9 Fifty-one percent of the members of the Board shall constitute a quorum to transact business at any regular or special meeting. Every decision of a majority of the members present at any meeting at which there is a quorum shall be valid as the binding act of the Board.
- 5.10 The minutes of each meeting shall be prepared and distributed to the Board members at least seven days prior to the next meeting. The minutes of each meeting and any correction thereof, duly adopted, shall be signed by the Secretary/Treasurer.

ARTICLE VI

Officers

- 6.1 The officers of the Board, to be chosen by the members, shall be a Chairperson, Vice-Chairperson and Secretary/Treasurer. The elected Chairperson and Vice-Chairperson must be from the private

sector members of the Board. The Secretary/Treasurer can be any member of the Board. No two officers can be from the same regional area. The Northeast Region Workforce Investment Area is sixteen contiguous counties which make up the Boonslick, Mark Twain and Northeast Regional Planning Commission areas. The Boonslick area consists of Lincoln, Montgomery, and Warren Counties; the Mark Twain area consists of Macon, Marion, Monroe, Pike, Ralls, Randolph and Shelby Counties, and; the Northeast Area consists of Adair, Clark, Knox, Lewis, Schuyler and Scotland Counties.

- 6.2 An election of officers shall be conducted in June of each year. All officers shall be elected by the Board at a regular or special meeting by receiving a majority of the votes cast and shall serve for a term of one year and not more than two consecutive years in the same office, or until their successors are elected and shall have been qualified. A person shall be eligible to hold an office to which they have previously been elected if one year shall have lapsed between the time of service and re-election. A person shall be eligible to hold another office of the Board during the interim period of one year.
- 6.3 Any officer elected by the members of the Board may be removed by the affirmative vote of 2/3 majority of the members of the Board at a regular or special meeting.
- 6.4 Any vacancy occurring in any office shall be filled for the unexpired term thereof by the Board members in the same manner as any election of officers.
- 6.5 The Chairperson shall preside at all meetings of the Board. He/she shall execute all instruments for and on behalf of the Board.
- 6.6 The Vice-Chairperson shall in the absence of the Chairperson perform the duties and exercise the powers of the Chairperson.
- 6.7 The Secretary/Treasurer, or his/her designee, shall cause to be recorded all of the proceedings of the meetings of the Board in a book to be kept for that purpose. The Secretary/Treasurer, or his/her designee, will perform other duties as deemed appropriate for this position.

ARTICLE VII Committees

- 7.1 **Executive Committee.** The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary/Treasurer, immediate past Chairperson and Chairpersons from Standing Committees and the Youth Council. In addition to the three elected members, one Board member from each of the three sub-state Regional Planning areas must be represented. The Executive Committee shall have and possess such powers, duties and functions, as are set out herein, or by resolution of the Board. The Executive Committee, with the assistance, advice and concurrence of the appropriate Standing Committee, will conduct routine monthly business. Such routine business shall consist of approving various standard reports and transactions which are required by statute, regulation or directive and which do not change the strategic plans, policies, or agreements established by the full board.
- 7.2 **Standing Committees.** There shall be such permanent committees as the Chairperson of the Board shall designate. The members of Standing Committees shall be appointed by the Chairperson and shall have the authority and perform such duties as designated. The Chairpersons of any Standing Committee will automatically become members of the Executive Committee. The Chairperson of the NEMO WIB will be an ex-officio member of all committees.
- 7.3 **Nominations Committee.** The Chairperson shall be empowered to annually appoint a Nominations Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Nominations Committee shall meet as needed during the year; however, they shall meet not later than March of each year to select

nominees for the positions of Chairperson, Vice-Chairperson, and Secretary/Treasurer. Nominations shall be sent to Board members at least seven (7) days prior to the regular meeting in March. More than one nominee may be submitted to the full Board for each position.

- 7.4 By-laws Committee.** The Chairperson shall be empowered to annually appoint a By-laws Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The By-laws Committee shall meet as needed during the year; however, they shall be required to review the adopted by-laws at least annually and submit their recommendations to the full Board.
- 7.5 Strategic Planning Committee.** The Chairperson shall be empowered to annually appoint a Planning Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Planning committee shall meet as needed during the year. The Strategic Planning Committee will be responsible for reviewing local, regional and state wide LMI, business needs and requirements, community inputs, economic development inputs and other sources of appropriate information, and formulating strategic plans which provide guidance and foster continuous improvement in the workforce of the Northeast Region Workforce Investment Area in support of the business community and the mission of the NEMO WIB. This committee will provide to the WIB recommendations for approval of the plan(s) required by state, federal and other agencies for the purpose of obtaining funds, other resources and for the performance of the mission, tasks and responsibilities of the NEMO WIB.
- 7.6 One-Stop Committee.** The Chairperson shall be empowered to annually appoint a One-Stop Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Workforce Investment Board's One-Stop Committee will be responsible for the local One-Stop system design to include One-Stop locations, use of technology, procurement of One-Stop Operator(s) and developing the functional tasks and responsibilities of the One-Stop Operator. In addition the One-Stop Committee will review the design for Core and Intensive services to be provided in each One-Stop and Satellite site as developed by the service mapping process. This committee will recommend basic minimum service requirements for One-Stop and Satellite site designation, will review requests for new designations and recommend appropriate designations for approval to the Workforce Investment Board. This committee will be responsible to ensure that those recommended for selection as One-Stop or Satellite Operators and the partner agencies have on going continuous improvement programs. Those recommended will also have completed appropriate service mapping processes and be willing to support the One-Stop system including applicable performance and outcome measures. Inclusion in the system MOU and appropriate Resource Sharing Agreement will be required parts of the designation process. Any partner/operator who does not have and/or is not willing to begin an adequate (nationally recognized?) continuous improvement program will be earmarked for special review by the full board and Chief Elected Officials in order to be selected as partners or operators. The One-Stop Committee will review eligibility for and recommend selection for Title I Program Operators and operators of other programs assigned to the board. The One-Stop Committee will review its selection of Operators with the full WIB and the CEO consortium for their approval. This committee will make recommendations to the Resources Committee for attainment of resources for system improvements when necessary.
- 7.7 Performance and Outcomes Committee.** The Chairperson shall be empowered to annually appoint a Performance and Outcomes Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Workforce Investment Board's Performance and Outcomes Committee will take local strategic plan(s) and develop and refine the local performance management and measurement program. A basic set of outcomes will be developed in coordination with the One-Stop Committee and Resources Committee. This committee will, after agreement by the appropriate committees and in coordination with the Chief Local Elected Officials, negotiate outcomes with state and/or federal investors annually and/or at other intervals as appropriate. This committee will review the performance progress of all One-Stop and Satellite locations and other entities who have agreed to provide services in the Northeast

Region One-Stop system or by other arrangement where such services are under the auspices of the Workforce Investment Board either by contract, memorandum of understanding or other method on a quarterly basis. This committee will also review the continuous improvement programs of the One-Stops, Satellites, partners and operators within the local One-Stop system and report the results to the Executive Committee and WIB at each of their meetings. This committee will make recommendations as appropriate to the One-Stop and Resources committees for improvements in the system.

- 7.8 **Marketing Committee.** The Chairperson shall be empowered to annually appoint a Marketing Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Marketing Committee shall meet on a regular basis to provide monitoring, evaluation and oversight of the marketing operations.
- 7.9 **Personnel Committee.** The Chairperson shall be empowered to annually appoint a Personnel Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Personnel Committee shall meet as needed during the year and shall have primary responsibility to monitor personnel matters and perform duties assigned to the Board as described in the Board's Personnel Manual.
- 7.10 **Resources Committee.** The Chairperson shall be empowered to annually appoint a Resources (Finance) Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Resources Committee will be responsible for reviewing the availability of funds from all sources, in-kind services from all sources and other resources available to ensure that they are adequate to support completion of the mission, tasks and responsibilities of the NEMO WIB. This committee will oversee the development and provide for an ongoing review of the cost allocation program for the Northeast Region Workforce Investment Area One-Stop system and for any and all other programs which the WIB may oversee which is not a part of the One-Stop system. This committee will prepare the budget for the WIB and its staff for review and approval by the WIB and the Northeast Region CLEO's. This committee will review the status of the WIB and staff budget and expenditures on a monthly basis and the budgets, expenditures and cost allocation program of the One-Stop system on a quarterly basis. Should the WIB and/or its staff be designated as grant recipient for the Northeast Region CLEO's, this committee will also function as the Financial Committee. The Resources Committee will advise the NEMO WIB of issues which require WIB action in requesting funds or other resources in order to perform the functions/tasks assigned or proffered by state and federal agencies. This committee will also have the responsibility of informing the NEMO WIB when resources are not adequate for acceptance of new tasks or when decreases in funding makes continuance of existing tasks at current performance and/or outcome levels unlikely or impossible.
- 7.11 Not more than one person from each county shall serve on any committee with the exception of the Chairperson of the Board who shall be an ex-officio member of all committees, except the Executive Committee of the Board. A member may chair only one committee. Officers of the Board may each serve on other committees in addition to the Executive Committee; however they shall not be permitted to chair those additional committees except for Ad Hoc Committees.
- 7.12 There shall be such other committees as the Chairperson of the Board shall from time to time designate. The appointment of Ad Hoc Committees may be made by the Chairperson with the approval of the Executive Committee. The members of said committees shall be appointed by the Chairperson and shall have such authority and perform such duties as the members shall designate by resolution.
- 7.13 The Chairperson, with approval of the Executive Committee or the full Board, may remove one or more members from any committee and appoint members to fill such vacancies.

ARTICLE VIII Fiscal

- 8.1 **Fiscal Year.** The fiscal year of the NEMO Workforce Investment Board shall be from July 1 to June 30.
- 8.2 **Audit Requirements.** The financial statements, books and records of the Board shall be examined as of the end of each fiscal year by an independent certified public accountant licensed to practice in the State of Missouri. Audited financial statements, appropriate disclosures, and such compliance or management advisory reports as the Resources Committee may request shall be submitted, along with an opinion letter, to the full Board not later than ninety (90) days subsequent to the close of the fiscal year. The Resources Committee shall develop and circulate appropriate "Audit Bid Proposals" and shall so select an auditor for the Board.
- 8.3 **Indemnification, Insurance and Bonds.** All members of the Board may be indemnified by the Board against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a part by reason of being or having been such Board member, except in relation to matters that they shall be adjudged to be liable for negligence or misconduct in the performance of duty. Such expenses shall include reasonable settlements; except that no amounts shall be paid hereunder in connection with any such settlement, unless the Board is advised by legal counsel who is selected by the Executive Committee and ratified by the full Board, that such person was not derelict in the performance of his/her duty and that such settlement is in the best interest of the Board. The Executive Committee is authorized to issue Requests for Proposals for appropriate insurance coverage to protect the members against liability claims including action in tort and further to recommend the selection of a carrier(s) and coverage to the full Board for approval. Any member of the Board with custodial care of cash, checks or negotiable securities, or empowered to authorize the disbursements of same, shall be bonded in an amount to be determined by the Executive Committee.

ARTICLE IX General Provisions

- 9.1 The Board, represented by the Executive Committee shall negotiate, subject to ratification of the full Board, a working agreement with the Northeast Region CLEO's to operate and execute the duties and responsibilities under Public Law 105-220.
- 9.2 Private Sector Members of the Board shall be reimbursed for actual expenses incurred in the performance of their duties. Rates of reimbursement for travel and subsistence shall be established by the Executive Committee. Reimbursement vouchers shall be approved by the Secretary/Treasurer or their designee. All other members will provide for their own expenses incurred as a part of their responsibility to contribute to the WIA One Stop system as directed by the Workforce Investment Act of 1998.
- 9.3 Any member of the Board who is absent from three (3) consecutive Board meetings, either regular or special, shall be considered for expulsion. Expulsion of any member shall require affirmation vote of two-thirds of the membership present and constituting a quorum.
- 9.4 A member of the Board shall be required to leave the meeting room when any recommendation regarding a bidder or discussions on any funding discussions regarding a bidder are before the meeting, if the member, or a member's relative within the fourth degree, whether by affinity or consanguinity:
- ◆ is employed by the bidder;
 - ◆ works for the bidder;
 - ◆ is general member of the bidder;
 - ◆ is a member of the bidder's governing body; or
 - ◆ has a financial interest in the bidder.

9.5 A member of the Board shall not be on the Resources or Performance and Outcomes Committee if the member, or a member's relative within the fourth degree, whether by affinity or consanguinity:

- ◆ is employed by the bidder;
- ◆ works for the bidder;
- ◆ is general member of the bidder;
- ◆ is a member of the bidder's governing body; or
- ◆ has financial interest in the bidder.

9.6 No member while serving as a member of the Board and no former member within six months after termination of membership on the Board shall receive any compensation for services rendered to the Board, but may receive reimbursement for expenses incurred.

ARTICLE X Amendments

10.1 The By-laws of the Board may be amended by a two-thirds majority vote of the members present and constituting a quorum at any regular or special meeting of the Board, provided that the notice of such regular or special meeting shall include a draft of the proposed amendment. No other method of amendment shall be permitted.

ARTICLE XI Parliamentary Authority

11.1 Meetings of the Board shall be conducted according to procedures contained in Robert's Rules of Order, Revised, unless such procedures are in conflict with the Board's Bylaws, in which case the Board's Bylaws shall prevail.

ARTICLE XII Civil Rights

12.1 The Board affirms that it shall be an Equal Opportunity Affirmative Action Employer and shall assure that its subcontractors shall conform to applicable laws, regulation and Executive Orders applying to employment opportunities.

Adopted by the Northeast Missouri Workforce Investment Board while in regular session on the 10th Day of July, 2000.

Chairperson

Attest:

Secretary/Treasurer

By-laws Committee Chairperson